

## **EXHIBIT 12**

*Approved by the IEEE-SA Board of Governors December 2009*

## IEEE-SA Standards Board Bylaws

The Institute of Electrical and Electronics Engineers, Inc.  
3 Park Avenue, New York, NY 10016-5997, USA

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# IEEE-SA Standards Board Bylaws

## 1. IEEE-SA Standards Board

The IEEE-SA Standards Board is established by the IEEE-SA Board of Governors according to clause 5.1 of the *IEEE Standards Association Operations Manual*. The details of its responsibilities beyond that specified in the *IEEE Standards Association Operations Manual* are stipulated by these bylaws, as supplemented by the *IEEE-SA Standards Board Operations Manual*.

The IEEE-SA Standards Board is responsible on an Institute-wide basis for

- a) Encouraging and coordinating the development of IEEE standards
- b) Reviewing all proposed IEEE standards to determine whether the proposed standards conform to the requirements established by the IEEE-SA Standards Board and whether consensus has been achieved for approval of the proposed standards

Matters of standards policy, financial oversight, new directions in standardization, and other standards-related activities in fields of interest to the Institute as stated in the *IEEE Constitution* are the responsibility of the IEEE-SA Board of Governors (BOG).

## **2. IEEE standards**

### **2.1 Role of IEEE Standards**

IEEE-SA develops and publishes standards that include but are not limited to definitions and terminology; methods of measurement and test; systems; products; technology; ratings structures; temperature limits and application guides; recommended practices; and safety. Rating and dimensional information included in an IEEE standard result from technical considerations. Rating information developed by other competent organizations may be included provided it is consistent with good engineering practice.

The approval and publication of an IEEE standard implies that the document represents a consensus of the parties who have participated in its development and review. Since every attempt is made to involve all interests in the activity, it can be presumed that the document represents a consensus of interests concerned with the scope of the standard. Consensus is established when, in the judgment of the IEEE-SA Standards Board, substantial agreement has been reached by directly and materially affected interest categories. Substantial agreement means much more than a simple majority, but not necessarily unanimity. Consensus requires that all views and objections be considered, and that a concerted effort be made toward their resolution.

### **2.2 Purpose of IEEE standardization**

IEEE standards provide a common ground for communication in some specific area of electrotechnology. They also provide criteria for measuring the acceptable performance of equipment or materials pertinent to the field of electrotechnology.

The purpose of the review by the IEEE-SA Standards Board is to ensure that IEEE standards represent a consensus of interests from those that are materially affected by these standards and that proper procedures have been followed during the development of these standards.

An IEEE standard gives an authoritative reference that is kept up to date through review at least every five years by the Sponsor responsible for its preparation. Alternatively, IEEE standards may be stabilized. These standards are considered for continued stabilization through review at least every ten years.

### 3. Governance

The policies, procedures, rules, and regulations by which the IEEE and IEEE-SA Standards Board activities are governed are embodied in six documents. The *IEEE Certificate of Incorporation* legally establishes the IEEE. The *IEEE Constitution*, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational units and their policies, is contained in the *IEEE Bylaws*, which are approved and amended by the IEEE Board of Directors. The *IEEE Policies* contain more detailed statements of specific policies, objectives, and procedures that may be approved only by the IEEE Board of Directors. The *IEEE Standards Association Operations Manual* provides specific objectives and policies that relate to standards activities in the IEEE. The *IEEE Standards Association Operations Manual* is created and amended by the IEEE-SA BOG. The sixth document, the *IEEE-SA Standards Board Bylaws*, is published herewith. Its purpose is to provide specific policies that relate to the management and creation of approved IEEE standards. The *IEEE-SA Standards Board Bylaws* are created and amended by the IEEE-SA Standards Board, with final approval by the IEEE-SA BOG.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The *IEEE Bylaws* shall not be in conflict with the New York Not-For-Profit Corporation Law, the *IEEE Certificate of Incorporation*, or the *IEEE Constitution*. The *IEEE Policies* must conform to the provisions of all of these documents. Accordingly, the *IEEE Standards Association Operations Manual* shall conform to and not conflict with the provisions of the IEEE governing documents cited above. The *IEEE-SA Standards Board Bylaws* shall conform to the policies of the *IEEE Standards Association Operations Manual*. Questions of procedure or interpretation shall be addressed to the Managing Director, Standards.

## 4. IEEE-SA Standards Board organization

### 4.1 Membership

As stated in the *IEEE Standards Association Operations Manual*, the IEEE-SA Standards Board shall consist of no fewer than 18 nor more than 26 voting members, who shall be of Member or higher grade of the IEEE and members of the IEEE Standards Association, including a chair, vice chair, and the most recent past chair available to serve. Voting members of the IEEE-SA Standards Board shall be appointed by the IEEE-SA BOG. In addition, a representative appointed by the IEEE Technical Activities Board (TAB) shall be a voting member. In addition, the IEEE-SA Standards Board may include nonvoting participants as described below:

- Liaison representatives to provide coordination and communication between the IEEE-SA Standards Board and other IEEE entities, as well as other organizations involved in standards activities.
- Members emeriti appointed for life by the IEEE-SA Standards Board and ratified by the IEEE-SA BOG based on long years of prior distinguished service on the IEEE Standards Board and its committees. Only those members emeriti currently named to this position as of 31 December 1997 shall serve on the IEEE-SA Standards Board.

#### 4.1.1 Officers

- a) *Chair*: The Chair of the IEEE-SA Standards Board shall be appointed for a term of one year by the IEEE-SA BOG.
- b) *Vice Chair*: The Vice Chair of the IEEE-SA Standards Board shall be appointed by the IEEE-SA Standards Board from among the voting members for a term of one year
- c) *Past Chair*: The most recent Past Chair of the IEEE-SA Standards Board available to serve shall be an officer of the IEEE-SA Standards Board.
- d) *Secretary*: The Managing Director of Standards, a member of the IEEE staff as designated by the IEEE Executive Director, is the Secretary of the IEEE-SA Standards Board. The Secretary shall serve *ex officio* without vote.

#### 4.1.2 Liaison representatives

The following persons serve as nonvoting (unless already voting members) liaison representatives to the IEEE-SA Standards Board and its standing committees to assist in coordinating standardization work with their respective organizations:

- a) The chair of each IEEE Standards Coordinating Committee (SCC) appointed by the IEEE-SA Standards Board.
- b) Representatives of IEEE Societies and Councils (and their Technical Committees), appointed by the Presidents or Chairs of these bodies. Sponsor Committees may also designate liaison representatives where committee standards activity indicates the need for representation.
- c) Liaison representatives designated by other major IEEE Boards.
- d) Such other liaison representatives as the IEEE-SA Standards Board may authorize.

The responsibilities of the liaison representatives are given in the *IEEE-SA Standards Board Operations Manual*.

#### **4.1.3 SCC Coordinator**

The SCC Coordinator shall ensure oversight of the SCCs and shall facilitate the work of the SCCs. The SCC Coordinator shall be appointed by the Chair of the Standards Board for a term of one year.

#### **4.1.4 Tenure**

Members of the IEEE-SA Standards Board may serve up to three consecutive one-year terms, except that chairs of standing committees or members of the Administrative Committee may be appointed to additional terms to provide experience and continuity.

### **4.2 Standing committees of the IEEE-SA Standards Board**

All members of the standing committees of the IEEE-SA Standards Board shall be members of the IEEE Standards Association, and shall act in accordance with IEEE Standards policies and procedures, *IEEE Policies* including, but not limited to, Section 9.8 on Conflict of Interest, and the IEEE Code of Ethics.

#### **4.2.1 Procedures Committee (ProCom)**

##### **4.2.1.1 Scope**

This committee shall be responsible for recommending to the IEEE-SA Standards Board improvements and changes in its bylaws, procedures, and manuals to promote efficient discharge of responsibilities by the IEEE-SA Standards Board and its committees.

##### **4.2.1.2 Organization**

This committee shall be comprised of at least six members. The chair and other members of the committee shall be members of the IEEE-SA Standards Board and shall be appointed by the Chair of the IEEE-SA Standards Board for a term of one year.

#### **4.2.2 New Standards Committee (NesCom)**

##### **4.2.2.1 Scope**

This committee shall be responsible for ensuring that proposed standards projects are within the scope and purpose of the IEEE, that standards projects are assigned to the proper Society or other organizational body, and that interested parties are appropriately represented in the development of IEEE standards. The committee shall examine Project Authorization Requests (PARs) and make recommendations to the IEEE-SA Standards Board regarding their approval.

##### **4.2.2.2 Organization**

This committee shall be comprised of at least 10 but not more than 15 IEEE members, at least four of whom, including the chair, shall be voting members of the IEEE-SA Standards Board. The chair and other members of the committee shall be appointed by the Chair of the IEEE-SA Standards Board for a term of one year. In making nominations, the nominations committee shall give consideration to attaining membership from various IEEE Technical Divisions.



IEEE-SA Standards Board members not appointed to NesCom may serve as *ex officio* members without voting privileges.

#### **4.2.3 Standards Review Committee (RevCom)**

##### **4.2.3.1 Scope**

This committee shall be responsible for reviewing proposals for the approval of new and revised standards and for the reaffirmation or withdrawal of existing standards to ensure that the proposals represent a consensus of the members of the official IEEE Sponsor balloting group. The committee shall routinely examine submittals to ensure that all applicable requirements of the *IEEE-SA Standards Board Operations Manual* have been met and make recommendations to the IEEE-SA Standards Board regarding their approval.

##### **4.2.3.2 Organization**

This committee shall be comprised of at least 12 but not more than 15 members, at least three of whom, including the chair, shall be voting members of the IEEE-SA Standards Board. The chair and other members of the committee shall be appointed by the Chair of the IEEE-SA Standards Board for a term of one year. In making nominations, the nominations committee shall give consideration to attaining membership from various IEEE Technical Divisions.

IEEE-SA Standards Board members not appointed to RevCom may serve as *ex officio* members without voting privileges.

#### **4.2.4 Audit Committee (AudCom)**

##### **4.2.4.1 Scope**

This committee shall provide oversight of the procedures used in the standards-development activities of IEEE Standards Sponsors as defined by 5.2.2 and review of the procedures used by the Accredited Standards Committees for whom the IEEE serves as (co-)secretariat.

##### **4.2.4.2 Organization**

This committee shall be comprised of at least five members. Five of the committee members, including the chair, shall be current or former members of the IEEE-SA Standards Board. The chair and other members of the committee shall be appointed by the Chair of the IEEE-SA Standards Board for a term of one year.

#### **4.2.5 Patent Committee (PatCom)**

##### **4.2.5.1 Scope**

This committee shall provide oversight for the use of any patents and patent information in IEEE standards. This committee shall review any patent information submitted to the IEEE Standards Department to determine conformity with patent procedures and guidelines.

##### **4.2.5.2 Organization**

This committee shall be comprised of at least four but not more than six voting members. A member of the IEEE Standards staff, as designated by the Managing Director of Standards Activities, shall be an *ex officio*, nonvoting member. The chair and additional voting members of the committee shall be voting members of the IEEE-SA Standards Board or the IEEE-SA Board of Governors and shall be appointed by the Chair of the IEEE-SA Standards Board for a term of one year.

#### **4.2.6 Administrative Committee (AdCom)**

The Administrative Committee shall act for the IEEE-SA Standards Board between meetings and make recommendations to the IEEE-SA Standards Board for its disposition at regular meetings. AdCom shall comprise the officers of the IEEE-SA Standards Board, the chairs of each standing committee of the IEEE-SA Standards Board, and the SCC Coordinator. The Chair of the IEEE-SA Standards Board shall be the chair of AdCom.

### **4.3 Other committees and bodies**

#### **4.3.1 Standards Coordinating Committees (SCCs)**

Proposed standards are normally developed in the technical committees of the IEEE Societies. There are occasions when the scope of a standards activity is too broad to be encompassed in a single Society, or a Society may find itself in a position where it is unable to carry out the work needed to meet an identified need. In such instances, the IEEE-SA Standards Board shall establish its own committees to perform the required functions. These committees shall be known as Standards Coordinating Committees (SCCs) and shall report to the IEEE-SA Standards Board.

There shall be two types of SCCs. The first (type 1) shall serve as a forum for the exchange of information between and among standards-developing activities of the IEEE. (Opportunities for sharing information about standards projects, trends, and Society directions will serve to minimize duplication among programs and will enhance the content of standards of interest to more than one Society.)

This type of SCC shall not develop standards. If this type of SCC is to take on a standards-development role, it shall apply for SCC type 2 status (see subclause 4.3.2 of the *IEEE-SA Standards Board Operations Manual*).

The second type of SCC (type 2) shall act as Sponsor for individual standards projects, in addition to having the coordination responsibilities of a type 1 SCC. It shall meet all the requirements of IEEE sponsorship (including clause 5 of the *IEEE-SA Standards Board Operations Manual*).

For information on the formation of SCCs, see 4.3 in the *IEEE-SA Standards Board Operations Manual*. For information on the organization of SCCs, see 4.4 in the *IEEE-SA Standards Board Operations Manual*.

## 5. IEEE-SA Standards Board procedures and responsibilities

### 5.1 Transaction of business

Regular meetings of the IEEE-SA Standards Board shall be held quarterly, in accordance with a schedule approved at the first meeting of each year. Special meetings may be called, when deemed necessary, by the Chair or at the request of five members.

Unless otherwise provided in the *IEEE Certificate of Incorporation*, the *IEEE Constitution*, the *IEEE Bylaws*, or the New York Not-For-Profit Corporation Law, the vote of a majority of the voting members of the IEEE-SA Standards Board present at the time of the vote, if a quorum is present at such a time, shall be the act of the IEEE-SA Standards Board.

Approval of proposed IEEE standards, or proposed withdrawal of such standards, shall require affirmative votes by at least 75% of the voting members present at the time of the vote, if a quorum is present. Except as otherwise specified in these bylaws, meetings of the IEEE-SA Standards Board shall be run in accordance with the parliamentary procedures of *Robert's Rules of Order* (latest edition).

### 5.2 Standards-development process

#### 5.2.1 Participation in IEEE standards development

Participants in the IEEE standards development individual process shall act based on their qualifications and experience. Entity representative participants in the IEEE standards development entity process are appointed by an entity to represent that entity and act on its behalf. Such representatives may participate in IEEE standards development activities and take action based upon instruction from the entity for which they have been appointed as an entity representative.

While participating in IEEE standards development activities, all participants, including but not limited to, individuals, entity representatives, entity members, entities participating directly in the entity process, and entities participating indirectly in the individual process shall act in accordance with all applicable laws (nation-based and international), the IEEE Code of Ethics, and with IEEE Standards policies and procedures. Participants in IEEE standards development who are authenticated into any IEEE-SA database shall acknowledge the Obligations for Participation and Code of Ethics.

Participants on standards committees or working groups with governance authority or the authority to enter into a financial transaction with another party shall also act in accordance with *IEEE Policies* Section 9.8 on Conflict of Interest.

IEEE Standards Sponsor chairs and Sponsor liaison representatives shall be members of IEEE-SA and shall also be either IEEE members of any grade or IEEE affiliates.

The IEEE-SA shall maintain the authoritative database of participants in the development of standards. Such database shall be maintained by the Secretary of the IEEE-SA Standards Board.

##### 5.2.1.1 Membership requirements for standards developed under the individual method

Chairs of IEEE standards working groups developing standards under the individual method shall be members of IEEE-SA and shall also be either IEEE members of any grade or IEEE affiliates. Designees (those designated to manage the Sponsor ballot) in the IEEE Standards Sponsor individual ballot process shall be members of IEEE-SA and shall also be either IEEE members of any grade or IEEE affiliates.

### 5.2.1.2 Membership requirements for standards developed under the entity method

Chairs of IEEE standards working groups developing standards under the entity method shall be representatives of entity IEEE-SA members. Designees (those designated to manage the Sponsor ballot) in the IEEE Standards Sponsor entity ballot process shall be representatives of entity IEEE-SA members.

Every entity observing a project within an IEEE-SA entity standards working group is required to be an Entity Member of the IEEE-SA, and only Advanced Entity Members can contribute and hold voting privileges. Entity nonmembers may observe at one IEEE-SA entity standards working group meeting per project.

Each entity project shall have at least three voting participants in good standing to maintain its validity.

### 5.2.1.3 Dominance

The standards development process shall not be dominated by any single interest category, individual, or organization.

Dominance is normally defined as the exercise of authority, leadership, or influence by reason of superior leverage, strength, or representation to the exclusion of fair and equitable consideration of other viewpoints. Dominance can also be defined as the exercise of authority, leadership, or influence by reason of sufficient leverage, strength, or representation to hinder the progress of the standards development activity. Such dominance is contrary to open and fair participation by all interested parties and is unacceptable.

If evidence of dominance exists, corrective action shall be initiated. If the Sponsor's official P&P contain corrective action(s), the Sponsor shall implement such action(s) and promptly notify the IEEE-SA Standards Board. If the Sponsor's official P&P do not contain corrective actions, the Sponsor shall initiate corrective action(s), but only after such action(s) have been approved by the IEEE-SA Standards Board.

In the absence of effective corrective action(s) by the Sponsor, the IEEE-SA Standards Board shall implement either the corrective action specified in 5.2.1.3.1 or, at its discretion, an alternative corrective action [e.g., withdrawal of the PAR, limiting the number of voting members, one vote per organization, etc.]. The IEEE-SA Standards Board may impose further corrective action(s) if previous corrective action(s) prove to be insufficient.

#### 5.2.1.3.1 Default corrective action

##### *Fees for committee voting membership*

The IEEE-SA Standards Board shall instruct the Sponsor to implement an organization fee for any individual wishing to maintain voting rights in the standards development committee. Frequency of collection and duration of voting rights covered by collected fees shall be decided by the IEEE-SA Standards Board, which shall work in conjunction with the Sponsor. An individual's status as representing an organization shall be based on self-disclosure of affiliation in compliance with the IEEE-SA policy on Disclosure of Affiliation and on other information that may be available to the IEEE-SA Standards Board and the Sponsor.

All fees collected shall be forwarded to the IEEE Standards Association and are non-refundable.

This corrective action shall remain in force until withdrawn or amended by the IEEE-SA Standards Board.

**5.2.1.4 Openness**

Openness is defined as the quality of being not restricted to a particular type or category of participants. All meetings involving standards development shall be open to all interested parties.

**5.2.1.5 Disclosure of affiliation**

Every member and participant in a working group, Sponsor ballot, or other standards development activity shall disclose his or her affiliation. An individual is deemed "affiliated" with any individual or entity that has been, or will be, financially or materially supporting that individual's participation in a particular IEEE standards activity. This includes, but is not limited to, his or her employer and any individual or entity that has or will have, either directly or indirectly, requested, paid for, or otherwise sponsored his or her participation. Failure to disclose every such affiliation may result in complete or partial loss of rights to participate in IEEE-SA activities. An individual is not excused from compliance with this policy by reason of any claim of a conflicting obligation (whether contractual or otherwise) that prohibits disclosure of affiliation.

A person who believes that a participant's disclosure is materially incomplete or incorrect should report that fact to the Secretary of the IEEE-SA Standards Board and the appropriate Sponsor(s).

**5.2.2 Sponsor**

A Sponsor shall be made up of any of the categories of membership described in IEEE Bylaw I-403. This Sponsor shall have a professed interest in the development of standards (either by direct participation or by the process of review) in technological areas that fall under the general scope of interest to the IEEE.

All IEEE standards development shall be based on projects that have been approved by the IEEE-SA Standards Board, and each project shall be the responsibility of a Sponsor. Sponsors of IEEE standards projects are committees that are responsible for the development and coordination of the standards project and the maintenance of the standard after approval of the standard by the IEEE-SA Standards Board.

The Sponsor shall be one of the following:

- a) A Technical Committee within an IEEE Society/Council
- b) A Standards Committee or Standards Coordinating Committee of an IEEE Society/Council
- c) A Standards Coordinating Committee established by the IEEE-SA Standards Board
- d) A Standards Subcommittee organized by or reporting to one of the above
- e) Other organizations as recommended by the IEEE-SA Standards Board and approved by the IEEE-SA BOG

The IEEE-SA Standards Board is not a Sponsor, but provides oversight and guidance to assist Sponsors when necessary.

**5.2.2.1 Creation of Sponsors**

Sponsors formed under rule (d) in 5.2.2 shall be officially recognized by the IEEE-SA Standards Board only after a 75% approval by the creating committee. Once formed, Sponsors automatically assume duties according to 5.1 of the *IEEE-SA Standards Board Operations Manual*.

**5.2.2.2 Sponsor responsibility/accountability**

The Sponsor accepts responsibility for oversight of any of its assigned standards, including overseeing coordination and balloting.

When the breadth of interest in a standard is great enough so that more than one technical committee wishes to have a role in its sponsorship, a joint committee of the two or more interested committees may be formed to sponsor the standard jointly. That joint committee, whose membership shall be determined by mutual agreement, shall assume all of the duties of the Sponsor (see 5.1.2 of the *IEEE-SA Standards Board Operations Manual*).

Changes in sponsorship of projects shall be approved by the IEEE-SA Standards Board.

#### **5.2.2.3 Sponsor balloting group**

Potential dominance in Sponsor ballots as evidenced by an unduly high proportion of individuals employed by or affiliated with a single entity or from a particular balloting classification is unacceptable, counter to open and fair participation by all interested parties, and deprecated by the IEEE-SA Standards Board. All individuals joining a ballot group shall declare their employer and affiliation (see subclause 5.3.3.1 of the *IEEE-SA Standards Board Operations Manual*). The Sponsor shall review the ballot group for balance and possible dominance. If it is determined that the ballot group may be dominated (see 5.2.1.3), the Sponsor shall recommend remedial actions to the IEEE-SA Standards Board to ensure a fair and open ballot. The IEEE-SA Standards Board may also take action independent of any Sponsor recommendation.

The balloting group shall consist of persons who are members of the IEEE-SA and non-IEEE-SA members. A person is an individual or entity. An entity can be any for-profit or not-for-profit enterprise, as defined in IEEE Bylaw I-403. In addition, with the approval of the IEEE-SA Standards Board, invited individual experts who are non-IEEE-SA members may participate in ballots of proposed IEEE standards.

A single type of balloting group for a standard, based on the type of sponsorship, shall be established at the time of PAR approval and officially approved prior to the formation of a balloting group. A statement of the type of balloting membership to be used shall be included in all versions of the draft standard and the final approved standard.

#### **5.2.3 Project authorization**

In order to avoid duplication, provide for effective management of overall efforts, and expedite approval of final documents, all requests for an initiation of a standards project, in the form of a PAR, shall be approved by the IEEE-SA Standards Board. The IEEE-SA Standards Board has assigned to NesCom the preliminary review of PARs and the responsibility for recommending final approval to the Board.

Sponsors are required to submit a PAR at the earliest opportunity when a standards project is contemplated or work is started. The Secretary of the IEEE-SA Standards Board shall submit PARs to NesCom for approval in accordance with its procedures. Unless specifically authorized by the IEEE-SA Standards Board, no proposed standard or revision shall be considered by RevCom without prior approval of the project by the IEEE-SA Standards Board. The lifetime of a PAR shall be four years.

#### **5.2.4 Final review and approval to publish**

All IEEE standards shall be approved by the IEEE-SA Standards Board prior to publication. The IEEE-SA Standards Board has assigned to RevCom the review of standards submittals and the responsibility for recommending final approval to the IEEE-SA Standards Board. Approval by the IEEE-SA Standards Board indicates that the requirements of the *IEEE-SA Standards Board Operations Manual* and these bylaws have been satisfied and, specifically, that the final results of the ballot and statements submitted by other coordinating bodies who participated in the development of the standard indicate that consensus has been



achieved and unresolved negative ballots have been considered together with reasons why the comments could not be resolved.

### 5.2.5 Notification of action on standards

Following each meeting of the IEEE-SA Standards Board, the IEEE Standards Department shall issue a statement, available to all interested parties, which shall detail the actions taken at the last meeting of the IEEE-SA Standards Board on approval, reaffirmation, stabilization, and withdrawal of standards documents and authorization of new standards projects. This may be in the form of the minutes of the IEEE-SA Standards Board meeting.

## 5.3 Review cycles

All IEEE standards should be reviewed as often as new information is available or in accordance with the established cycle set by the IEEE-SA Standards Board, but no later than five years from the date of publication or, in the instance of stabilized standards, ten years from the initial approval or last revision or amendment. When an IEEE standard has been in effect for four years, the Secretary of the IEEE-SA Standards Board shall notify the standards liaison representative of the Sponsor that the standard must be reviewed for a maintenance action within the next year. The entire document shall be reviewed; amendments cannot be substituted for the five-year review.

The Sponsor has the option of

- a) Reaffirmation
- b) Revision
- c) Withdrawal
- d) Stabilization

## 5.4 Appeals

Persons who have directly and materially affected interests and who have been, or could reasonably be expected to be, adversely affected by a standard within the IEEE's jurisdiction, or by the lack of action in any part of the IEEE standardization process, shall have the right to appeal procedural actions or inactions, provided that the appellant shall have first exhausted the appeals procedures of any relevant subordinate committee or body before filing an appeal with the IEEE-SA Standards Board.

All technical decisions shall be made at or below the Sponsor level and the IEEE-SA Standards Board shall not consider appeals of technical decisions based on technical grounds. Any person dissatisfied with a technical decision shall follow the procedures of the body that has made the decision and that body's Sponsor, including, but not limited to, making a technical comment during the applicable comment submission period.

The IEEE-SA Standards Board shall not consider any claim that is either based solely on ethical considerations or that does not seek to amend or reverse a decision of a lower body relating to the development or approval of a standard. The appellant shall be advised to bring such claims to the attention of the IEEE Ethics and Member Conduct Committee or the IEEE-SA Standards Conduct Committee, as appropriate.

Further instructions concerning appeals procedure can be found in subclause 5.8 of the *IEEE-SA Standards Board Operations Manual*.

## 5.5 Interpretations

While it is always the intent of standards-developing committees to use language that is so clear that it is unnecessary to explain or amplify the original intent of the committee, occasionally questions arise regarding the meaning of portions of standards as they relate to specific applications.

Questions relating to such interpretations require review and evaluation by a balance of committee interests. No single officer or member of an IEEE Sponsor or subgroup thereof shall provide a written or verbal opinion concerning any portion of the text of an IEEE standards document or an American National Standard developed under IEEE secretariat, unless that opinion has first been subjected to consideration by an interpretations subgroup that represents all interested parties on the committee. The actions to be taken shall be as specified in subclause 5.9 of the *IEEE-SA Standards Board Operations Manual*.



## 6. Patents

### 6.1 Definitions

The following terms, when capitalized, have the following meanings:

*“Accepted Letter of Assurance”* and *“Accepted LOA”* shall mean a Letter of Assurance that the IEEE-SA has determined is complete in all material respects and has been posted to the IEEE-SA web site.

*“Affiliate”* shall mean an entity that directly or indirectly, through one or more intermediaries, controls the Submitter, is controlled by the Submitter, or is under common control with the Submitter. For the purposes of this definition, the term “control” and its derivatives, with respect to for-profit entities, means the legal, beneficial or equitable ownership, directly or indirectly, of more than fifty percent (50%) of the capital stock (or other ownership interest, if not a corporation) of an entity ordinarily having voting rights. “Control” and its derivatives, with respect to nonprofit entities, means the power to elect or appoint more than fifty percent (50%) of the Board of Directors of an entity.

*“Blanket Letter of Assurance”* shall mean a Letter of Assurance that applies to all Essential Patent Claims for which a Submitter may currently or in the future (except as otherwise provided for in these Bylaws and in the *IEEE-SA Standards Board Operations Manual*) have the ability to license.

*“Enabling Technology”* shall mean any technology that may be necessary to make or use any product or portion thereof that complies with the [Proposed] IEEE Standard but is neither explicitly required by nor expressly set forth in the [Proposed] IEEE Standard (e.g., semiconductor manufacturing technology, compiler technology, object-oriented technology, basic operating system technology, and the like).

*“Essential Patent Claim”* shall mean any Patent Claim the use of which was necessary to create a compliant implementation of either mandatory or optional portions of the normative clauses of the [Proposed] IEEE Standard when, at the time of the [Proposed] IEEE Standard’s approval, there was no commercially and technically feasible non-infringing alternative. An Essential Patent Claim does not include any Patent Claim that was essential only for Enabling Technology or any claim other than that set forth above even if contained in the same patent as the Essential Patent Claim.

*“Letter of Assurance”* and *“LOA”* shall mean a document, including any attachments, stating the Submitter’s position regarding ownership, enforcement, or licensing of Essential Patent Claims for a specifically referenced IEEE Standard, submitted in a form acceptable to the IEEE-SA.

*“Patent Claim(s)”* shall mean one or more claims in issued patent(s) or pending patent application(s).

*“Reasonable and Good Faith Inquiry”* includes, but is not limited to, a Submitter using reasonable efforts to identify and contact those individuals who are from, employed by, or otherwise represent the Submitter and who are known to the Submitter to be current or past participants in the development process of the [Proposed] IEEE Standard identified in a Letter of Assurance, including, but not limited to, participation in a Sponsor Ballot or Working Group. If the Submitter did not or does not have any participants, then a Reasonable and Good Faith Inquiry may include, but is not limited to, the Submitter using reasonable efforts to contact individuals who are from, employed by, or represent the Submitter and who the Submitter believes are most likely to have knowledge about the technology covered by the [Proposed] IEEE Standard.

*“Statement of Encumbrance”* shall mean a specific reference to an Accepted LOA or a general statement in the transfer or assignment agreement that the Patent Claim(s) being transferred or assigned are subject to any encumbrances that may exist as of the effective date of such agreement. An Accepted LOA is an encumbrance.

"*Submitter*" when used in reference to a Letter of Assurance shall mean an individual or an organization that provides a completed Letter of Assurance. A Submitter may or may not hold Essential Patent Claims.

## 6.2 Policy

IEEE standards may be drafted in terms that include the use of Essential Patent Claims. If the IEEE receives notice that a [Proposed] IEEE Standard may require the use of a potential Essential Patent Claim, the IEEE shall request licensing assurance, on the IEEE Standards Board approved Letter of Assurance form, from the patent holder or patent applicant. The IEEE shall request this assurance without coercion.

The Submitter of the Letter of Assurance may, after Reasonable and Good Faith Inquiry, indicate it is not aware of any Patent Claims that the Submitter may own, control, or have the ability to license that might be or become Essential Patent Claims. If the patent holder or patent applicant provides an assurance, it should do so as soon as reasonably feasible in the standards development process once the PAR is approved by the IEEE-SA Standards Board. This assurance shall be provided prior to the Standards Board's approval of the standard. This assurance shall be provided prior to a reaffirmation/stabilization if the IEEE receives notice of a potential Essential Patent Claim after the standard's approval or a prior reaffirmation/stabilization. An asserted potential Essential Patent Claim for which an assurance cannot be obtained (e.g., a Letter of Assurance is not provided or the Letter of Assurance indicates that assurance is not being provided) shall be referred to the Patent Committee.

A Letter of Assurance shall be either:

- a) A general disclaimer to the effect that the Submitter without conditions will not enforce any present or future Essential Patent Claims against any person or entity making, using, selling, offering to sell, importing, distributing, or implementing a compliant implementation of the standard; or
- b) A statement that a license for a compliant implementation of the standard will be made available to an unrestricted number of applicants on a worldwide basis without compensation or under reasonable rates, with reasonable terms and conditions that are demonstrably free of any unfair discrimination. At its sole option, the Submitter may provide with its assurance any of the following: (i) a not-to-exceed license fee or rate commitment, (ii) a sample license agreement, or (iii) one or more material licensing terms.

Copies of an Accepted LOA may be provided to the working group, but shall not be discussed, at any standards working group meeting.

The Submitter and all Affiliates (other than those Affiliates excluded in a Letter of Assurance) shall not assign or otherwise transfer any rights in any Essential Patent Claims that are the subject of such Letter of Assurance that they hold, control, or have the ability to license with the intent of circumventing or negating any of the representations and commitments made in such Letter of Assurance.

The Submitter of a Letter of Assurance shall agree (a) to provide notice of a Letter of Assurance either through a Statement of Encumbrance or by binding any assignee or transferee to the terms of such Letter of Assurance; and (b) to require its assignee or transferee to (i) agree to similarly provide such notice and (ii) to bind its assignees or transferees to agree to provide such notice as described in (a) and (b).

This assurance shall apply to the Submitter and its Affiliates except those Affiliates the Submitter specifically excludes on the relevant Letter of Assurance.

If, after providing a Letter of Assurance to the IEEE, the Submitter becomes aware of additional Patent Claim(s) not already covered by an existing Letter of Assurance that are owned, controlled, or licensable by

the Submitter that may be or become Essential Patent Claim(s) for the same IEEE Standard but are not the subject of an existing Letter of Assurance, then such Submitter shall submit a Letter of Assurance stating its position regarding enforcement or licensing of such Patent Claims. For the purposes of this commitment, the Submitter is deemed to be aware if any of the following individuals who are from, employed by, or otherwise represent the Submitter have personal knowledge of additional potential Essential Patent Claims, owned or controlled by the Submitter, related to a [Proposed] IEEE Standard and not already the subject of a previously submitted Letter of Assurance. (a) past or present participants in the development of the [Proposed] IEEE Standard, or (b) the individual executing the previously submitted Letter of Assurance.

The assurance is irrevocable once submitted and accepted and shall apply, at a minimum, from the date of the standard's approval to the date of the standard's withdrawal.

The IEEE is not responsible for identifying Essential Patent Claims for which a license may be required, for conducting inquiries into the legal validity or scope of those Patent Claims, or for determining whether any licensing terms or conditions provided in connection with submission of a Letter of Assurance, if any, or in any licensing agreements are reasonable or non-discriminatory.

Nothing in this policy shall be interpreted as giving rise to a duty to conduct a patent search. No license is implied by the submission of a Letter of Assurance.

In order for IEEE's patent policy to function efficiently, individuals participating in the standards development process: (a) shall inform the IEEE (or cause the IEEE to be informed) of the holder of any potential Essential Patent Claims of which they are personally aware and that are not already the subject of an existing Letter of Assurance, owned or controlled by the participant or the entity the participant is from, employed by, or otherwise represents; and (b) should inform the IEEE (or cause the IEEE to be informed) of any other holders of such potential Essential Patent Claims that are not already the subject of an existing Letter of Assurance.

## 7. Copyright

All contributions to IEEE standards development (whether for an individual or entity standard) shall meet the requirements outlined in this clause.

### 7.1 Definitions

The following terms, when capitalized, have the following meanings:

*“Public Domain”* shall mean material that is no longer under copyright protection or did not meet the requirements for copyright protection.

*“Published”* shall mean material for which a claim of copyright is apparent (e.g., the presence of the copyright symbol ©; an explicit statement of copyright ownership or intellectual property rights, stated permission to use text; a text reference that indicates the insertion of text excerpted from a copyrighted work; or a visual indication of an excerpt from another work, such as indented text).

*“Work Product”* shall mean the compilation of or collective work of all participants (e.g., a draft standard; the final approved standard).

### 7.2 Policy

The IEEE owns the copyright in all Work Products.

Participants are solely responsible for determining whether disclosure of any contributions that they submit to the IEEE requires the prior consent of other parties and, if so, to obtain it.

#### 7.2.1 Contributions from previously Published sources

All contributions from previously Published sources that are not Public Domain shall be accompanied by a Copyright Permission Form that is completed by the copyright owner, or by a person with the authority or right to grant copyright permission. The Copyright Permission Form shall outline the specific material being used and the planned context for its usage in the IEEE standard.

#### 7.2.2 Contributions not previously Published

For any contribution that has not been previously Published, and that is not Public Domain:

- a) The IEEE has the non-exclusive, irrevocable, royalty-free, worldwide rights (i.e., a license) to use the contribution in connection with the standards project for which the contribution was made.
- b) Upon approval of the standard, the IEEE has the right to exploit and grant permission to use the standard's content derived from the contribution in any format or media without restriction.

Copyright ownership of the original contribution is not transferred or assigned to the IEEE.

## **8. Modifications to the *IEEE-SA Standards Board Bylaws***

Proposed modifications to these bylaws may be submitted to the IEEE-SA Standards Board Procedures Committee (ProCom) for its consideration. Proposed modifications that have been agreed to by ProCom shall be submitted to the IEEE-SA Standards Board for recommendation to forward to the IEEE-SA BOG for approval (see clause 5.1 of the *IEEE Standards Association Operations Manual*).

Modifications to these bylaws and the reasons therefor shall be mailed to all members of the IEEE-SA Standards Board at least 30 days before the IEEE-SA Standards Board meeting where the vote on these modifications shall be taken. Two-thirds of the voting Board members present at the meeting shall be required to approve any modifications.

These bylaws shall be reviewed by legal counsel.

### **8.1 Interpretations of the *IEEE-SA Standards Board Bylaws***

Requests for interpretations of this document shall be directed to the Secretary of the IEEE-SA Standards Board. The Secretary of the Board shall respond to the request within 30 days of receipt. Such response shall indicate a specified time limit when such an interpretation will be forthcoming. The time limit shall be no longer than is reasonable to allow consideration of and recommendations on the issue by, for example, the Procedures Committee of the IEEE-SA Standards Board. The interpretation shall be delivered by the Chair of the Procedures Committee after committee discussion provided that at least 75% of the committee agrees. The IEEE-SA Standards Board shall be notified of these results. If less than 75% of the committee agrees, or if any single committee member requests, the issue shall be deferred to the next regularly scheduled IEEE-SA Standards Board meeting for the full Board to decide.